

WC 10-165

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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of

PUBLIC COMMUNICATIONS SERVICES, INC.

and

GLOBAL TEL*LINK CORPORATION

Application for Consent to Transfer Control, Assign
Assets and/or Transfer Control of Assets pursuant to
Section 214 of the Communications Act of 1934,
as Amended

WC Docket No. _____

File No. ITC-T/C- _____

JOINT APPLICATION

Public Communications Services, Inc. ("PCS") and Global Tel*Link Corporation ("GTL") (collectively, the "Applicants"), hereby request approval from the Federal Communications Commission ("Commission") pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 1.763, 63.03, 63.04, 63.18, and 63.24(e) of the Commission's rules, 47 C.F.R. §§ 1.763, 63.03, 63.04, 63.18, and 63.24(e), to transfer control of PCS to GTL and to transfer certain PCS assets to GTL.¹

I. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

Under Section 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application, and the Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's rules.

¹ *Amendment of Parts 1 and 63 of the Commission's Rules*, 22 FCC Rcd 11398, ¶ 38 (2007) (indicating that asset acquisitions should be treated as assignments under the Commission's international Section 214 rules); *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd 5517, ¶ 59 (2002) (finding that asset acquisitions should be treated as transfers of control under the Commission's domestic Section 214 rules).

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because: (1) the proposed transaction will result in GTL having a market share in the interstate interexchange market of less than ten percent (10%); (2) GTL will provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

This Application also qualifies for streamlined treatment under Section 63.12 of the Commission's rules because: (1) GTL is not affiliated with a dominant foreign carrier; and (2) GTL's affiliation with foreign carriers meets the requirements of Section 63.12(c)(1). GTL is affiliated with three (3) foreign carriers through its ownership by Goldman Sachs as explained further below. However, GTL satisfies the criteria under Section 63.12(c)(1)(i) for streamlined processing because GTL qualifies for the presumption of non-dominance under Section 63.10(a)(3).

GTL's foreign carrier affiliate in Brazil, Mexico, and Colombia, Diveo Broadband Networks, Inc. ("Diveo"), lacks market power in its destination markets.² The telecommunications carriers presumed to possess market power in Brazil, Mexico, and Colombia are, respectively, Embratel, Telefonos de Mexico ("TelMex"), and Empresa Nacional de Telecomunicaciones.³ Diveo lacks a fifty percent (50%) market share in the international transport and the local access markets in Brazil, Mexico, and Colombia. Moreover, Diveo does

² Diveo also has global Section 214 authority to provide international facilities-based and resale services. IB File No. ITC-214-19990908-00506.

³ *The International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, 22 FCC Rcd 945 (rel. Jan. 26, 2007).

not appear on the Commission's List of Foreign Telecommunications Carriers Presumed to Possess Market Power in Foreign Markets.

GTL's foreign carrier affiliate in Norway, Get A/S, also lacks market power in its destination market. In Norway, the telecommunications carrier presumed to possess market power is Telenor. Get A/S lacks a fifty percent (50%) market share in the international transport and the local access markets in Norway, and does not appear on the Commission's List of Foreign Telecommunications Carriers Presumed to Possess Market Power in Foreign Markets.

GTL is also affiliated with eMOBILE Ltd., a mobile broadband services provider in Japan without market power in its destination market. The telecommunications carriers presumed to possess market power in Japan are KDDI and Nippon Telegraph & Telephone Corporation (NTT). eMobile Ltd. lacks a fifty percent (50%) market share in the international transport and the local access markets in Japan, and does not appear on the Commission's List of Foreign Telecommunications Carriers Presumed to Possess Market Power in Foreign Markets.

GTL therefore qualifies for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's rules, because neither Diveo, eMobile Ltd., nor GET A/S appear on the Commission's List of Foreign Telecommunications Carriers Presumed to Possess Market Power in Foreign Markets. In addition, GTL satisfies the criteria under Section 63.12(c)(1)(iv) for streamlined processing because the affiliated destination markets are WTO Member countries (Brazil, Mexico, Colombia, Norway, and Japan) and GTL qualifies for the presumption of non-dominance under Section 63.10(a)(3), for the reasons set forth above.⁴

⁴ As explained below, GTL may also be affiliated with foreign carriers engaged in the provision of communications services in the United Kingdom and India through its ownership by The Goldman Sachs Group, Inc. ("Goldman Sachs"). While Goldman Sachs has not been able to confirm whether these foreign companies are authorized to provide international telecommunications services, it is clear that these companies would not be considered dominant foreign carriers under Section 63.10(a)(3) of the Commission's rules.

II. APPLICANTS

A. Public Communications Services, Inc. (FRN: 0010017986)

PCS is a California corporation with headquarters located at 11859 Wilshire Boulevard, Suite 600, Los Angeles, California 90025. PCS has authority to provide interstate and international telecommunications services.⁵ PCS also is authorized to provide inmate operator services to correctional facilities in all states except Alaska, Connecticut, and the District of Columbia, and currently provides such services in 30 states.

B. Global Tel*Link Corporation (FRN: 0003734985)

GTL is a Delaware corporation with headquarters located at 12021 Sunset Hills Road, Suite 100, Reston, Virginia 20190. GTL has authority to provide interstate and international telecommunications services from the Commission.⁶ In addition, GTL either offers service or is certificated to offer telecommunications services in the District of Columbia and all fifty (50) states with the exception of Alaska. GTL specializes in the provision of managed inmate communications services and manufactures equipment used in correctional facilities.

III. DESCRIPTION OF THE TRANSACTION

On August 5, 2010, GTL, PCS, and the owners of PCS, entered into a Stock Purchase Agreement (the "Agreement"). Pursuant to the Agreement, the current shareholders of PCS will transfer all of their shares of PCS to GTL. As a result, PCS will become a wholly owned subsidiary of GTL, and GTL will acquire direct control of PCS. For the Commission's convenience, pre- and post-transaction corporate organizational structure charts depicting the transfer of control are provided as Exhibit B.

⁵ IB File No. ITC-214-19980903-00628; 499-A Filer ID No. 823820.

⁶ IB File No. ITC-214-19970128-00044; 499-A Filer ID No. 809240.

Following approval of the Transaction by the Commission, PCS will transfer all or substantially all of its assets related to the provision of telecommunications services, including customers, customer agreements and contracts, vendor agreements and contracts, intellectual property, and promotional materials ("Assets") to GTL. GTL, however, plans to operate the companies separately for a period of time, until such time as integration can be accomplished in a transparent manner with no negative effect on end users. Once the PCS Assets are transferred to GTL, current PCS customers will receive service from GTL pursuant to the same or similar rates, terms, and conditions. Once all customers are transferred and PCS no longer needs its authorizations for operational or billing purposes, PCS will cancel its domestic registration and surrender its international 214 authority. Consummation of the Transaction is contingent on, among other things, receipt of the necessary regulatory approvals.

IV. PUBLIC INTEREST STATEMENT

Approval of the Transaction is in the public interest because it will enhance economic efficiency by enabling GTL to expand its own business and achieve economies of scale. These benefits will strengthen GTL's ability to expand its offerings and services to a broader customer base. Further, the proposed Transaction will enable GTL to strengthen its competitive position to the benefit of consumers and the telecommunications marketplace. As a competitive provider of inmate telephone services, GTL will provide customers the positive benefit of access to existing and new product offerings.

The proposed Transaction will be conducted in a manner that will be transparent to current customers of PCS other than a change in the name of their service provider once the PCS Assets are transferred to GTL. Following the Asset transfer, GTL will provide previously served PCS customers with the same service quality they have come to expect and all billing will be

handled by GTL. After the Asset transfer, GTL will provide high-quality communications services to existing PCS customers without interruption and without immediate change in rates, terms or conditions. GTL will, however, provide any necessary notice to current PCS customers pursuant to 47 C.F.R. § 64.1120(e). The Transaction will be transparent to customers and will not have a negative impact on the public interest, services to customers, or competition.

V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's rules, which is the information requested in paragraphs (a)-(d) and (o)-(p) of Section 63.18 for both Applicants and the information requested in paragraphs (h)-(n) of Section 63.18 for GTL.

(a) Name, address, and telephone number

Transferor

Public Communications Services, Inc.
11859 Wilshire Boulevard, Suite 600
Los Angeles, CA 90025
310-231-1000 (telephone)
310-473-4714 (facsimile)
FRN: 0010017986

Transferee

Global Tel*Link Corporation
12021 Sunset Hills Road, Suite 100
Reston, VA 20190
703-955-3915 (telephone)
703-435-0980 (facsimile)
FRN: 0003734985

(b) Citizenship

PCS is a corporation organized and existing under the laws of California. GTL is a Delaware corporation.

- (c) **Correspondence concerning this Application should be sent to (Answer to IBFS Main Form Question 10):**

To: Public Communication Services Inc.	To: Global Tel-Link Corporation
<p>James M. Smith Davis Wright Tremaine LLP 1919 Pennsylvania Avenue NW Washington, D.C. 20006 202-973-4288 (telephone) 202-973-4499 (facsimile) jamesmsmith@dwt.com</p> <p>with a copy to</p> <p>Steven M. Siemens Russ August & Kabat 5959 Topanga Canyon Boulevard Suite 130 Woodland Hills, CA 91367 818-887-7000 (telephone) 818-887-7730 (facsimile) ssiemens@raklaw.com</p>	<p>Chérie R. Kiser Cahill Gordon & Reindel LLP 1990 K Street, NW, Suite 950 Washington, D.C. 20006 202-862-8950 (telephone) 202-862-8958 (facsimile) ckiser@cgrdc.com</p>

- (d) **International Section 214 Authorizations (Answer to IBFS Main Form Question 10)**

PCS holds blanket domestic Section 214 authority and global Section 214 authority to provide international resale services.⁷ GTL holds blanket domestic 214 authority and global Section 214 authority to provide international facilities-based and resale services.⁸

- (h) **Ten Percent Greater Interest Holders/Interlocking Directorates (Answer to IBFS Main Form Question 11 and 12).**

The following entities and individuals hold a ten percent (10%) or greater direct or indirect ownership interest in GTL:

⁷ IB File No. ITC-214-19980903-00628; 499-A Filer ID No. 823820.

⁸ IB File No. ITC-214-19970128-00044; 499-A Filer ID No. 809240.

GTEL Holdings, Inc. GTEL Holdings, Inc., a Delaware corporation whose principal business is telecommunications holdings, owns a one hundred percent (100%) interest in GTEL. GTEL Holdings, Inc. is wholly owned by GTEL Acquisition Corp. The address for GTEL Holdings, Inc. is 2609 Cameron Street, Mobile, Alabama 36607.

GTEL Acquisition Corp. GTEL Acquisition Corp., a Delaware corporation whose principal business is telecommunications holdings, owns a one hundred percent (100%) interest in GTEL Holdings, Inc. GTEL Acquisition Corp. is wholly owned by GTEL Holding, LLC. The address for GTEL Acquisition Corp. is 590 Madison Avenue, 41st Floor, New York, NY 10022.

GTEL Holding, LLC. GTEL Holding, LLC, a Delaware limited liability company whose principal business is telecommunications holdings, owns a one hundred percent (100%) interest in GTEL Acquisition Corp. GTEL Holding, LLC is owned by The Veritas Capital Fund III, L.P. and GS Direct, L.L.C. GTEL Holding, LLC is controlled by a board of managers, including GTEL's chief executive officer, managers appointed by The Veritas Capital Fund III, L.P., and managers appointed by GS Direct, L.L.C. The remainder of the owners of GTEL Holding, LLC are investment funds, management companies, and insurance companies, but none hold a ten percent (10%) or greater direct or indirect ownership interest in GTEL Holding, LLC. The address for GTEL Holding, LLC is 590 Madison Avenue, 41st Floor, New York, NY 10022.

The Veritas Capital Fund III, L.P. The Veritas Capital Fund III, L.P., a private equity investment partnership organized in Delaware, owns an approximately forty-four percent (44%) interest in GTEL Holding, LLC. The Veritas Capital Fund III, L.P.'s sole general partner is Veritas Capital Partners III, L.L.C, a Delaware limited liability company. In addition, investment funds controlled by or affiliated with Credit Suisse Private Equity, Inc. own passive

limited partnership interests in The Veritas Capital Fund III, L.P. Robert B. McKeon ("McKeon"), a U.S. citizen, is Veritas Capital Partners III, L.L.C.'s managing member. McKeon also serves as the managing member of Veritas Capital Fund Management, L.L.C. d/b/a Veritas Capital. Veritas Capital is a private equity investment firm headquartered in New York. The address for The Veritas Capital Fund III, L.P. and Veritas Capital Partners III, L.L.C. is 590 Madison Avenue, 41st Floor, New York, NY 10022.

RDV Corporation. RDV Corporation, a Michigan corporation whose principal offices are located at 126 Ottawa Avenue NW, Suite 500, Grand Rapids, Michigan 49503, is owned by and serves as the family office of the DeVos family. All of the members of the DeVos Family that own RDV Corporation are U.S. citizens. RDV Corporation is the general partner of RDV Capital Management L.P., a Delaware limited partnership ("RDVCM"), and the manager of Ver-Cap III Investors, LLC, a Michigan limited liability company ("Ver-Cap"). RDVCM and Ver-Cap indirectly own in the aggregate a 2.95% interest in GTEL Holding, LLC via their interests in The Veritas Capital Fund III, L.P. Also, RDV Corporation manages 804 Investors LLC, a Michigan limited liability company ("804 Investors"), and GT Group Investors, LLC, a Michigan limited liability company ("GT Investors"). 804 Investors and GT Investors own 6.42% and 3.14% interests, respectively, in GTEL Holding LLC. The owners of 804 Investors are four trusts established by members of the DeVos family. The owners of GT Investors are 804 Investors and certain senior officers of RDV Corporation.

Credit Suisse Private Equity, Inc. Credit Suisse Private Equity, Inc., a Delaware corporation whose principal business is managing private equity funds, indirectly owns an approximately fourteen percent (14%) interest in GTEL Holding, LLC via its interest in The

Veritas Capital Fund III, L.P. The address for Credit Suisse Private Equity is 11 Madison Avenue, New York, NY 10010.

GS Direct, L.L.C. GS Direct, L.L.C., a Delaware limited liability company, indirectly owns an approximately sixteen percent (16%) interest in GTEL Holding, LLC. GS Direct, L.L.C. invests capital primarily alongside corporate and sponsor clients in situations in which access to its or its affiliates' capital, relationships, or advisory services can enhance the value of the investment. GS Direct L.L.C. is wholly owned by The Goldman Sachs Group, Inc. G.S. Direct, L.L.C.'s sole manager is Goldman, Sachs & Co. The address for GS Direct L.L.C., The Goldman Sachs Group, Inc., and Goldman, Sachs & Co. is 200 West Street, New York, NY 10282.

The Goldman Sachs Group, Inc. The Goldman Sachs Group, Inc., a Delaware corporation, provides investment banking, securities, and investment management services primarily to corporations, financial institutions, governments, and high net worth individuals worldwide. The Goldman Sachs Group, Inc. owns one hundred percent (100%) interest in GS Direct, L.L.C and has the right to replace Goldman, Sachs & Co. as the sole manager of GS Direct, L.L.C. The Goldman Sachs Group, Inc. indirectly holds an approximately sixteen percent (16%) interest in GTEL Holding, LLC. Goldman, Sachs & Co. is a New York limited partnership which serves as the principal U.S. broker-dealer for The Goldman Sachs Group, Inc. All limited partner equity interests in Goldman, Sachs & Co. are held by The Goldman Sachs Group, Inc., a bank holding company.

Other than as stated in this Application, no other person or entity owns a ten percent (10%) or greater direct or indirect ownership interest in GTL.

Other than its ownership of GTL's subsidiary, DSI-ITI, LLC,⁹ the following ten percent (10%) or greater direct or indirect owners of GTL do not hold any interests in any other telecommunications-related entities: GTEL Holdings, Inc., GTEL Acquisition Corp., The Veritas Capital Fund III, L.P., Veritas Capital Partners III, L.L.C., RDV Corporation, and Credit Suisse Private Equity.

In addition to its ownership of GTL and DSI-ITI, LLC, GTEL Holding, LLC is affiliated¹⁰ with the following domestic communications companies in which The Goldman Sachs Group, Inc. has the following approximate interests:

- twenty-nine percent (29%) interest in Arcadian Networks, Inc., a wireless broadband services provider;
- thirty-one percent (31%) interest in Cequel Communications, LLC, and its operating subsidiary, Suddenlink Communications, a communications, video, and broadband services provider; and
- thirty-five percent (35%) interest in Limelight Networks, Inc., a fiber-optic broadband network operator.

Applicants do not have any interlocking directorates with a foreign carrier,¹¹ nor will GTL have any such directorates or managers after consummation of the Transaction.

(i) Foreign Carrier Affiliation Certification (Answer to IBFS Main Form Questions 14-17)

⁹ IB File No. ITC-214-20100407-00149; 499-A Filer ID No. 828195. DSI-ITI, LLC is certificated or is in the process of obtaining certification to offer inmate calling services in Alabama, Arizona, Arkansas, Delaware, Florida, Georgia, Illinois, Iowa, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New Mexico, North Carolina, Northern Mariana Islands, Ohio, Pennsylvania, Rhode Island, Tennessee, Texas, Utah, Virginia, and Wisconsin.

¹⁰ As defined in Section 3 of the Communications Act of 1934, 47 U.S.C. § 153(1).

¹¹ As defined by 47 C.F.R. § 63.09(d).

GTL certifies that it is not a foreign carrier. GTEL Holding, LLC, through its ownership by The Goldman Sachs Group, Inc., is affiliated with the following foreign carriers: (1) Diveo Broadband Networks, Inc., a company providing local broadband and Internet services infrastructure to corporate customers in Brazil, Mexico, and Colombia; (2) GET A/S, a company providing cable television, broadband, and telephony services in Norway; and (3) eMOBILE Ltd., a mobile broadband services provider in Japan.

The Goldman Sachs Group, Inc. is also affiliated with the following companies, which are foreign entities engaged in the provision of communications services: (1) Shared Access, LLC, a wireless infrastructure operator in the United Kingdom; and (2) Tikona Digital Networks, a wireless broadband provider in India. Goldman Sachs has not be able to confirm whether these companies are authorized to provide international telecommunications services, or able to originate or terminate telecommunications services to or from points outside their home country, but Goldman Sachs is disclosing its ownership interest in these entities out of an abundance of caution.

(j) Foreign Carrier and Destination Countries (Answer to IBFS Main Form Questions 14-17).

As evidenced by the signatures to this Application, GTL certifies that upon consummation of the Transaction it will not provide international telecommunications services to any destination country in which: (1) GTL is a foreign carrier in the destination market; (2) GTL controls a foreign carrier in the destination market; and (3) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than twenty-five percent (25%) of GTL and are not parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

(k) WTO Membership of Destination Countries (Answer to IBFS Main Form Questions 14-17).

Not applicable.

(l) International Telecommunications Services (Answer to IBFS Main Form Questions 14-17).

GTL will not resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier.

(m) Non-dominant Regulatory Classification (Answer to IBFS Main Form Questions 14-17).

Pursuant to Section 63.10 of the Commission's rules, 47 C.F.R. § 63.10, GTL qualifies for non-dominant classification on the routes between the United States and all the above-listed countries because the affiliated entities in these countries have no market power on the foreign end of any of these routes. All of the above-listed affiliates lack fifty percent (50%) market share in the international transport and the local access markets in their respective foreign markets and none are listed on the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets. As such, GTL is presumptively classified as non-dominant on these routes.

(n) Special Concessions Certification (Answer to IBFS Main Form Question 21).

As evidenced by the signatures to this Application, GTL has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to adversely affect competition in the U.S. market, and will not enter into such agreements in the future.

(o) Federal Benefits/Anti-Drug Act of 1988 Certification (Answer to IBFS Main Form Question 25).

As evidenced by the signatures to this Application, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. 21 U.S.C. § 862.

(p) Eligibility for Streamlined Processing (Answer to IBFS Main Form Question 20).

Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, for the reasons set forth above.

VI. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's rules, the additional information required by Section 63.04(b) of the Commission's rules for transfer of control of assets is provided in Exhibit A.

VII. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

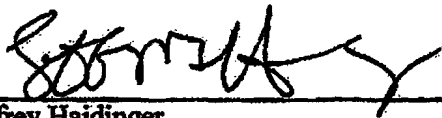
Respectfully submitted,

**PUBLIC COMMUNICATIONS
SERVICES, INC.**

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Dated: August 9, 2010

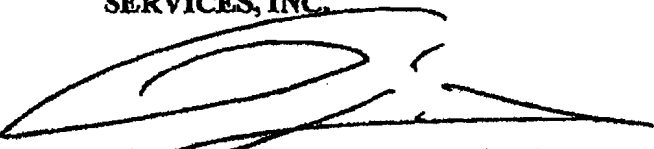
VII. CONCLUSION

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Respectfully submitted,

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Dated: August 9, 2010

Exhibit A

In accordance with the requirements of Section 63.04(b) of the Commission's rules, the Applicants provide the following information in support of their request for approval of the Transaction.

63.04(a)(6): Description of the Transaction

The Transaction is described in Section III of the Application.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section II of the Application.

63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because: (1) the proposed Transaction will result GTL having a market share in the interstate interexchange market of less than ten percent (10%); (2) GTL will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(a)(10): Special Considerations

None.

63.04(a)(11): Waiver Requests (If Any)

None.

63.04(a)(12): Public Interest Statement

The Transaction is in the public interest for the reasons detailed in Section IV of the Application.

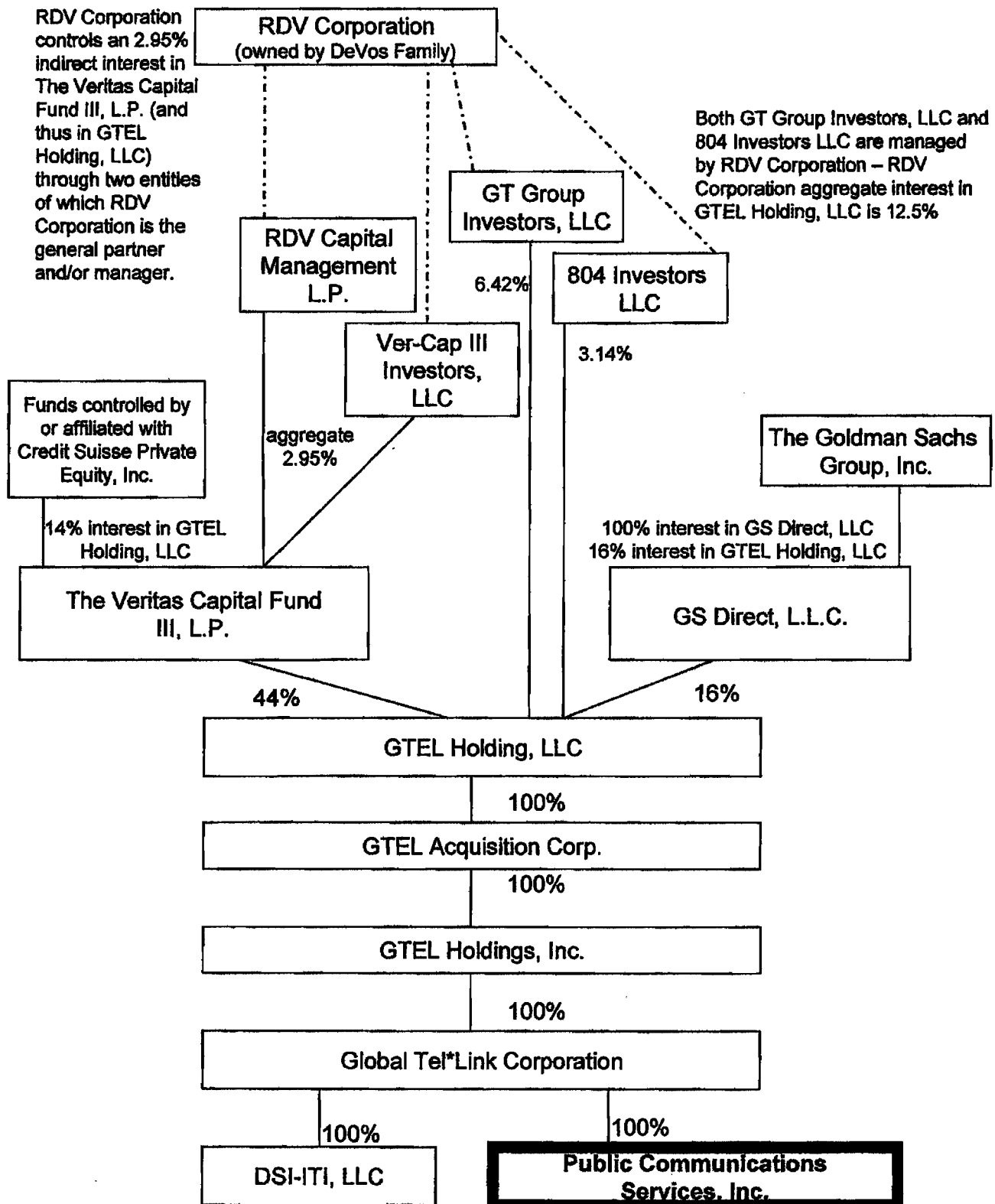
Exhibit B

Organizational Charts

- 1) Global Tel*Link Corporation Pre-Transaction Organizational Chart
- 2) Public Communications Services, Inc. Pre-Transaction Organizational Chart
- 3) Global Tel*Link Corporation Post-Transaction Organizational Chart

Post-Transaction Organizational Chart

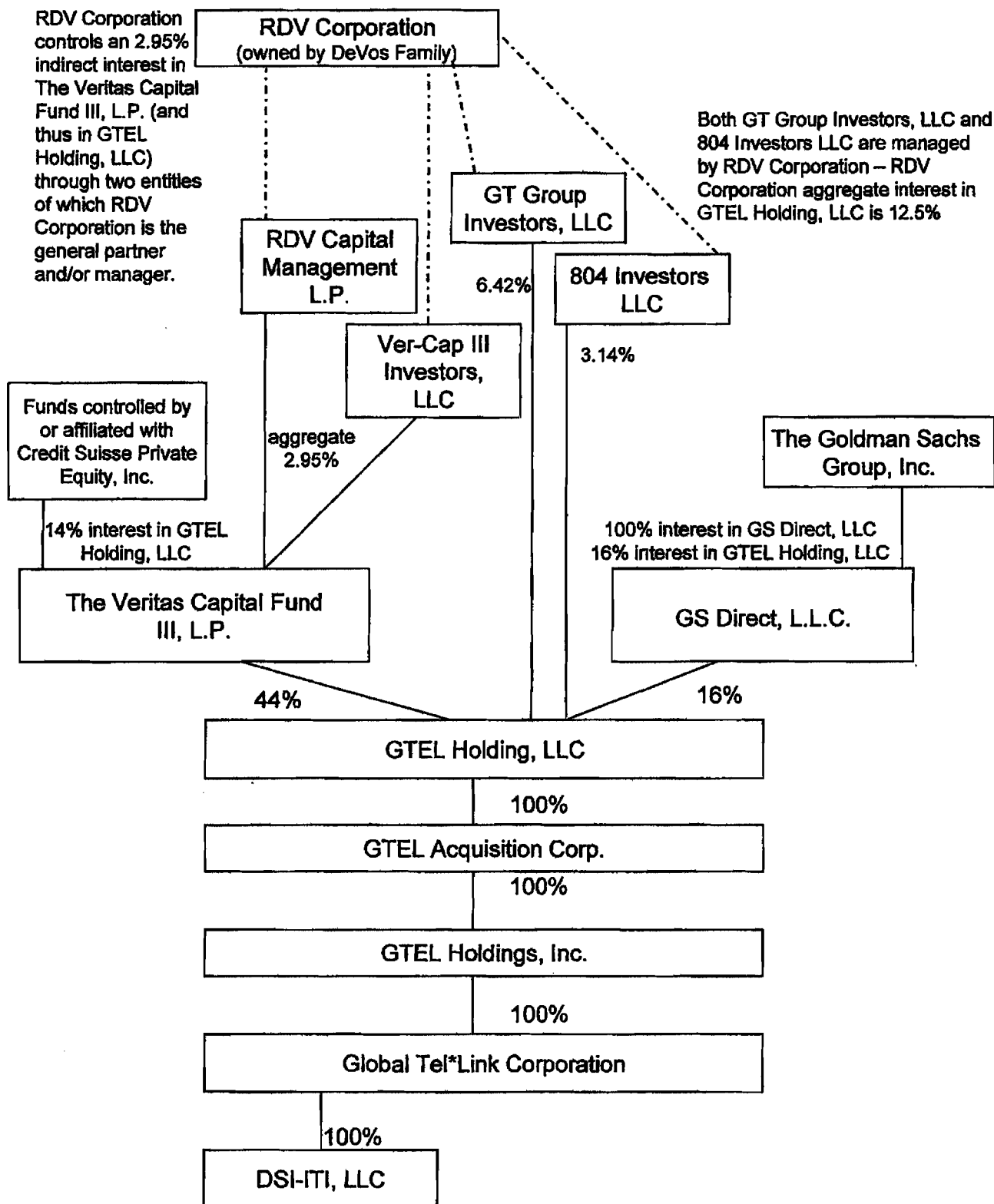
(all percentage interests are entity's approximate direct or indirect interest)



Global Tel*Link Corporation

Pre-Transaction Organizational Chart

(all percentage interests are entity's approximate direct or indirect interest)



Public Communications Services, Inc. Pre-Transaction Organizational Chart

